

**WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS

OF

ENERMETRIX.COM, INC.**

November 5, 1999

The undersigned, being all of the directors of Enermetrix.com, Inc., a Delaware corporation (the "Corporation"), do hereby take, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the following actions and adopt the following resolutions with the same force and effect as if duly taken and adopted at a duly called meeting of the Board of Directors of the Corporation held on November 5, 1999, with a full quorum present and acting throughout:

- RESOLVED:** That the Third Amended and Restated Certificate of Incorporation of the Corporation (the "Restated Certificate"), amending and restating the Corporation's Certificate of Incorporation so that such Restated Certificate shall be and read in its entirety as set forth in Exhibit A, be, and hereby is, approved and recommended to the stockholders for approval as being in the best interests of the Corporation, and the Board of Directors specifically approves:
- A. An increase in the number of shares (i) of the common stock of the Corporation, par value \$0.01 per share (the "Common Stock") the Corporation is authorized to issue from ten million (10,000,000) shares of Common Stock to twenty-five million (25,000,000) shares of Common Stock; and (ii) of the preferred stock of the Corporation, par value \$0.01 per share (the "Preferred Stock") the Corporation is authorized to issue from four million (4,000,000) shares of Preferred Stock to eight million (8,000,000) shares of Preferred Stock;
 - B. Designation of Series C Preferred Stock and authorization for issuance of up to 6,000,000 shares of Series C Preferred Stock.

RESOLVED: That, subject to stockholder approval, the Chief Executive Officer and the President, and each of them acting alone, are hereby authorized to execute the Restated Certificate, and the Secretary and any Assistant Secretary, and each of them acting alone, are hereby authorized to attest such execution and that the Corporation is hereby authorized to file the Restated Certificate with the Secretary of State of the State of Delaware.

- RESOLVED:** That, subject to stockholder approval of the Restated Certificate, the Third Amended and Restated ByLaws for the Corporation are hereby approved and adopted in the form attached hereto as Exhibit B and are ordered inserted in the minute book of the Corporation.
- RESOLVED:** That the Board of Directors hereby adopts the 1999 Stock Option and Incentive Plan (the "Plan") in the form attached hereto as Exhibit C; that the Plan shall be submitted to stockholders for their approval within (12) months after the date hereof.
- RESOLVED:** That 2,000,000 shares of Common Stock are hereby reserved for issuance in connection with the Plan.
- RESOLVED:** That the officers of the Corporation are hereby authorized in the name of and on behalf of the Corporation to execute the Series C Preferred Stock and Warrant Purchase Agreement (the "Purchase Agreement") among Duquesne Enterprises, Inc. ("DEI"), Until Corporation ("Until"), Insight Capital Partners III, L.P., Insight Capital Partners III (Cayman), L.P., Insight Capital Partners III, (Co-investors), L.P., and WI Software Investors LLC (collectively "Insight") and the Corporation (the "Agreement") for the sale of the Series C Preferred Stock and Warrants (the "Series C Financing") in substantially the form attached as Exhibit D hereto, which Agreement is hereby approved with such changes as the officers executing such agreement shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.
- RESOLVED:** That the Board of Directors hereby authorizes the issuance of up to 5,000,000 shares of Series C Preferred Stock pursuant to the terms of the Agreement and that the Board of Directors hereby finds that the consideration received therefor under the Agreement is adequate and upon issuance such shares shall be validly issued, fully paid and nonassessable.
- RESOLVED:** That, effective upon the determination of the conversion price in the manner set forth in the Third Amended and Restated Certificate of Incorporation of the Corporation, up to 5,000,000 shares of Common Stock are hereby reserved for issuance upon conversion of the Series C Preferred Stock.
- RESOLVED:** That the Board of Directors hereby determines that the conversion of shares of Series C Preferred Stock is adequate consideration for the underlying Common Stock to be issued in connection with such conversion and upon such conversion such underlying Common Stock shall be validly issued, fully paid and nonassessable.
- RESOLVED:** That the certificates for the shares of Series C Preferred Stock may be executed on behalf of the Corporation by facsimile signature so long as the certificates shall be countersigned by the manual signature of an authorized officer of the Corporation; and if any officer of the Corporation whose facsimile signature appears upon any certificates for shares of Series C Preferred Stock ceases to be such officer prior to their issuance, the shares bearing such facsimile signature shall nevertheless be valid.
- RESOLVED:** That the Board of Directors hereby approves the issuance of Warrants to purchase up to 1,050,000 shares of Common Stock to the purchasers listed in Exhibit A to the

Purchase Agreement in substantially the form attached as Exhibit E hereto (the "Warrants").

- RESOLVED:** That up to 1,050,000 shares of Common Stock are hereby reserved for issuance upon exercise of the Warrants and upon such exercise, the shares of Common Stock issued shall be validly issued, fully paid and nonassessable.
- RESOLVED:** That the proper officers of the Corporation are hereby authorized in the name of and on behalf of the Corporation to execute the Amended and Restated Investor Rights Agreement among the Corporation, DEI, Until and Insight (the "Investor Rights Agreement") in substantially the form attached as Exhibit F hereto, which Investor Rights Agreement is hereby approved with such changes as the officers executing such agreement shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.
- RESOLVED:** That the officers are hereby authorized in the name of and on behalf of the Corporation to execute the Amended and Restated Shareholders Agreement among the Corporation, DEI, Until, Insight, John P. Gaus and Jeff T. DeWeese (the "Shareholders Agreement") in substantially the form attached as Exhibit G hereto, which Shareholders Agreement is hereby approved with such changes as the officers executing such agreement shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.
- RESOLVED:** That, effective upon the closing of the Series C Financing, the resignations from the Board of Directors of James Daly and Eric Stoltz are hereby accepted and Jeffrey Lieberman and Jeffrey Horing are hereby designated as directors of the Corporation to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified.
- RESOLVED:** That the Board of Directors hereby ratifies and approves the issuances of Common Stock to the following individuals in the amounts set forth opposite their names:

Name	Date of Issuance	Number of Shares	Consideration Received
Patricia DeWeese	05/15/96	100	\$1,000
Barbara Gaus	05/15/96	500	\$5,000
Daniel Welker	05/29/96	100	\$1,000
Consiglia and Richard Rozycki	06/28/96	100	\$1,000
Anna Marotta	07/18/96	22	\$220
Jeff Rozycki	02/13/97	100	\$1,000
James R. Gaus	10/24/96	1,000	\$10,000
Arthur J. or Ann P. Ambrosino	02/13/97	200	\$2,000
John Powers	02/13/97	1,000	\$10,000

- RESOLVED:** That the Board of Directors hereby ratifies and approves the grants of options to individuals as set forth in the offers of employment to such individuals.

RESOLVED: That a cash dividend in the amount of \$.1672 per share be and it hereby is declared on the Series A Preferred Stock of the Corporation payable November 5, 1999, to holders of record as of the close of business on November 5, 1999, out of funds legally available therefor.

RESOLVED: That the officers of the Corporation hereby are, and each of them hereby is, authorized to execute and deliver all such instruments, make all such payments, make all such filings pursuant to state securities laws or otherwise (and any such filings heretofore made are hereby ratified), and do all such other acts and things as in their opinion, or in the opinion of any of them, may be necessary or appropriate in order to carry out the intent and purposes of the foregoing resolutions.

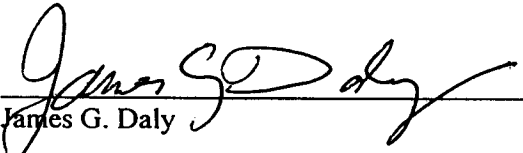
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The undersigned further directs that this Consent shall take effect immediately as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors.

John P. Gaus

Jeff T. DeWeese

Rachel K. Lorey


James G. Daly

Eric Stoltz


Robert Schoenberger